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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

DUKE ADVANTAGE, LLC, a company,
Plaintiff,

v.

CORMATRIX CARDIOVASCULAR,
INC., a corporation, ROBERT G.
MATHENY, an individual, DAVID B.
CAMP, an individual, and BEECHER
LEWIS, an individual,
Defendants.

Case No. C072950 RMW
Santa Clara Superior
Court Case No. 107 CV085326

**DECLARATION OF JOHN THOMAS IN
SUPPORT OF MOTION TO DISMISS**

Date: August 3, 2007
Time: 9:00 a.m.
Courtroom: 6
Judge: Hon. Ronald M. Whyte

I, JOHN THOMAS, declare:

1. I am the Chief Financial Officer of CorMatrix Cardiovascular, Inc. ("CorMatrix"), a defendant in this action, and was Chief Financial Officer of CorMatrix on or about February 9, 2004. I have personal knowledge of the facts stated herein and, if called as a witness, I could and would testify thereto under oath.

2. I make this declaration in support of Defendants' Motion to Dismiss, filed concurrently herewith.

3. Attached hereto as **Exhibit A** is a true and correct copy of the Subscription Agreement made by and between Duke Advantage, LLC, on the one hand, and CorMatrix, on the

1 other hand, entered into on or about February 9, 2004. I executed this Subscription Agreement on
2 behalf of CorMatrix and that is my signature on page 10 of the Subscription Agreement. **Exhibit**
3 **A** includes a true and correct copy of the Shareholder's Agreement by and between CorMatrix, on
4 the one hand, and Purdue Research Foundation, Inc., on the other hand, entered into on or about
5 November 16, 2001. Exhibit A also includes a true and correct copy of a fax coversheet wherein
6 I faxed, among other things, the above-referenced Subscription Agreement to Mr. Robert
7 LaDuca. That fax transmission occurred on or about February 9, 2004.

8 I declare under penalty of perjury under the laws of the State of California that the
9 foregoing is true and correct. Executed on June 12, 2007, at Marietta, Georgia.

11 /s/ John Thomas

12 JOHN THOMAS

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